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| FORM B1 | | United States Bankruptcy Court Northern District of Texas | | Voluntary Petition | | | | | | | |
| Name of Debtor (if individual, enter Last, First, Middle): DLH Master Land Holding, LLC | | Name of Joint Debtor (Spouse) (Last, First, Middle): N/A | | | | | | | | | |
| All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): See Attachment A. | | All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names): | | | | | | | | | |
| Last four digits of Soc. Sec. No./ Complete EIN or other Tax I.D. No. (if more than one, state all): 7160 | | Last four digits of Soc. Sec. No./ Complete EIN or other Tax I.D. No. (if more than one, state all): | | | | | | | | | |
| Street Address of Debtor (No. & Street, City, State & Zip Code): 1700 Pacific Avenue, Suite 1250 Dallas, TX 75201 | | Street Address of Joint Debtor (No. & Street, City, State & Zip Code): | | | | | | | | | |
| County of Residence or of the Principal Place of Business: United States | | County of Residence or of the Principal Place of Business: | | | | | | | | | |
| Mailing Address of Joint Debtor (if different from street address): | | Mailing Address of Debtor (if different from street address): | | | | | | | | | |
| Location of Principal Assets of Business Debtor (if different from street address above): The Dallas Hub project is located in the cities of Dallas, Hutchins, Lancaster and Wilmer, Texas, all located in Dallas County. | | | | | | | | | | | |
| Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____ | | Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other [Real Estate Development] Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.) | | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual Primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts. | | | | | | | |
| Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to Chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | | Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000. ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). | | | | | | | | | |
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | | | | | | | | | THIS SPACE IS FOR COURT USE ONLY | |
| Estimated Number of Creditors 1-49 50-99 100-199 200-999 1,000-5,000 5,001-10,000 10,001-25,000 25,001-50,000 50,001-100,000 Over 100,000 <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | | | | | | | | | | | |
| Estimated Assets \$0 to \$50,000 \$50,001 to \$100,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$10 million \$10,000,001 to \$50 million \$50,000,001 to \$100 million \$100,000,001 to \$500 million \$500,000,001 to \$1 billion More than \$1 billion <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | | | | | | | | | | | |
| Estimated Debts \$0 to \$50,000 \$50,001 to \$100,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$10 million \$10,000,001 to \$50 million \$50,000,001 to \$100 million \$100,000,001 to \$500 million \$500,000,001 to \$1 billion More than \$1 billion <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | | | | | | | | | | | |
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Attachment A

All Other Names used by the Debtor in the last 6 years
(include married, maiden, and trade names):

The Allen Group

The following entities were merged into the Debtor in December, 2009:

Allen Development of Texas, LLC, a Delaware limited liability company
DLH Dallas Langdon 193, LLC, a Delaware limited liability company
DLH Dallas Langdon 634, LLC, a Delaware limited liability company
DLH Hutchins Wintergreen 178, LLC, a Delaware limited liability company
DLH Master Parcel #69, LLC, a Delaware limited liability company
DLH Master Parcel #108-111, LLC, a Delaware limited liability company
DLH Master Parcel #156-157, LLC, a Delaware limited liability company
DLH Master Parcel #16-18, LLC, a Delaware limited liability company
DLH Master Parcel #161-164, LLC, a Delaware limited liability company
DLH Master Parcel #22-23, LLC, a Delaware limited liability company
DLH Master Parcel #24-25, LLC, a Delaware limited liability company
DLH Master Parcel #35-38, LLC, a Delaware limited liability company
DLH Master Parcel #39-40, LLC, a Delaware limited liability company
DLH Master Parcel #42-52 (444.75 Acres), LLC, a Delaware limited liability company
DLH Master Parcel #42-52, LLC, a Delaware limited liability company
DLH Master Parcel #53, 64-65, LLC, a Delaware limited liability company
DLH Master Parcel #55-58, LLC, a Delaware limited liability company
DLH Master Parcel #59-61, LLC, a Delaware limited liability company
DLH Master Parcel #67-68, LLC, a Delaware limited liability company
DLH Master Parcel #70-72 (131.90 Acres), LLC, a Delaware limited liability company
DLH Master Parcel #70-72, LLC, a Delaware limited liability company
DLH Master Parcel #80-83, LLC, a Delaware limited liability company
DLH Master Parcel #85-89, 97, 139, LLC, a Delaware limited liability company
DLH Master Parcel #93-95, LLC, a Delaware limited liability company
DLH Master Parcel #98-99, LLC, a Delaware limited liability company
DLH Master Parcel #10, LLC, a Delaware limited liability company
DLH Master Parcel #104, LLC, a Delaware limited liability company
DLH Master Parcel #106, LLC, a Delaware limited liability company
DLH Master Parcel #11, LLC, a Delaware limited liability company
DLH Master Parcel #114, LLC, a Delaware limited liability company
DLH Master Parcel #115, LLC, a Delaware limited liability company
DLH Master Parcel #13, LLC, a Delaware limited liability company
DLH Master Parcel #14, LLC, a Delaware limited liability company
DLH Master Parcel #140, LLC, a Delaware limited liability company
DLH Master Parcel #15, LLC, a Delaware limited liability company
DLH Master Parcel #177, LLC, a Delaware limited liability company
DLH Master Parcel #188, LLC, a Delaware limited liability company
DLH Master Parcel #19, LLC, a Delaware limited liability company
DLH Master Parcel #197, LLC, a Delaware limited liability company
DLH Master Parcel #21, LLC, a Delaware limited liability company
DLH Master Parcel #198-200, LLC, a Delaware limited liability company

The following entities were merged into the Debtor in December, 2009 (continued):

DLH Master Parcel #20, LLC, a Delaware limited liability company
DLH Master Parcel #26, LLC, a Delaware limited liability company
DLH Master Parcel #27, LLC, a Delaware limited liability company
DLH Master Parcel #28, LLC, a Delaware limited liability company
DLH Master Parcel #29, LLC, a Delaware limited liability company
DLH Master Parcel #3, LLC, a Delaware limited liability company
DLH Master Parcel #30, LLC, a Delaware limited liability company
DLH Master Parcel #31, LLC, a Delaware limited liability company
DLH Master Parcel #32, LLC, a Delaware limited liability company
DLH Master Parcel #33, LLC, a Delaware limited liability company
DLH Master Parcel #34, LLC, a Delaware limited liability company
DLH Master Parcel #4, LLC, a Delaware limited liability company
DLH Master Parcel #41, LLC, a Delaware limited liability company
DLH Master Parcel #5, LLC, a Delaware limited liability company
DLH Master Parcel #54, LLC, a Delaware limited liability company
DLH Master Parcel #6, LLC, a Delaware limited liability company
DLH Master Parcel #66, LLC, a Delaware limited liability company
DLH Master Parcel #7, LLC, a Delaware limited liability company
DLH Master Parcel #78, LLC, a Delaware limited liability company
DLH Master Parcel #79, LLC, a Delaware limited liability company
DLH Master Parcel #8, LLC, a Delaware limited liability company
DLH Master Parcel #84, LLC, a Delaware limited liability company
DLH Master Parcel #87, LLC, a Delaware limited liability company
DLH Master Parcel #9, LLC, a Delaware limited liability company
DLH SPE A, LLC, a Delaware limited liability company
DLH SPE B, LLC, a Delaware limited liability company
LPKC 12-16, 18 South Tail, LLC, a Delaware limited liability company
LPKC 1-5, 17, LLC, a Delaware limited liability company
LPKC 6-11, LLC, a Delaware limited liability company
LPKC North Tail, LLC, a Delaware limited liability company

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| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): DLH Master Land Holding, LLC | |
| Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet) | | | |
| Location Where Filed: N/A | Case Number: | Date Filed: | |
| Location Where Filed: | Case Number: | Date Filed: | |
| Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet) | | | |
| Name of Debtor: N/A | Case Number: | Date Filed: | |
| District: | Relationship: | Judge: | |
| <div style="text-align: center;">Exhibit A</div> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition. | | <div style="text-align: center;">Exhibit B</div> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code. X _____ Signature of Attorney for Debtor(s) Date | |
| Exhibit C | | | |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No | | | |
| Exhibit D | | | |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. | | | |
| Information Regarding the Debtor – Venue (Check any applicable box.) | | | |
| <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. | | | |
| <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. | | | |
| <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| Certification by Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) | | | |
| <input type="checkbox"/> Landlord has a judgment against debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-top: 20px;"> _____ (Named of landlord that obtained judgment) </div> <div style="text-align: right; margin-top: 20px;"> _____ (Address of landlord) </div> | | | |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and | | | |
| <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. | | | |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)). | | | |

Voluntary Petition*(This page must be completed and filed in every case)*Name of Debtor(s): **DLH Master Land Holdings, LLC****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Mark E. MacDonald

Signature of Attorney for Debtor(s)

Mark E. MacDonald

Printed Name of Attorney for Debtor(s)

MacDonald + MacDonald, P.C.

Firm Name

10300 N. Central Expressway, Suite 335

Address

Dallas, Texas 75231

214-922-9050

Telephone Number

January 25, 2010

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 

Signature of Authorized Individual

Richard S. Allen

Printed Name of Authorized Individual

Chief Executive Officer of Debtor's Manager, DLH

Development Manager, LLC

Title of Authorized Individual

January 25, 2010

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

X _____
Printed Name of Foreign Representative

Date

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. § 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name of Bankruptcy Petition Preparer

Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social-security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110).

Address

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

Mark E. MacDonald, TX Bar No. 12758300
Mark E. MacDonald, Jr. IL Bar No. 6217592
Daniel J. Artz, TX Bar No. 01365570
MacDonald + MacDonald, P.C.
10300 N. Central Expressway, Suite 335
Dallas, TX 75231
(214) 237-4220; Facsimile: (214) 890-0818
Email: mark@macdonaldlaw.com
**PROPOSED COUNSEL FOR DEBTORS
AND DEBTORS IN POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

| | | |
|--------------------------------------|---|-------------------|
| IN RE: | § | |
| | § | |
| DLH Master Land Holding, LLC, | § | CHAPTER 11 |
| | § | |
| Debtor | § | |
| _____ | § | |

**DECLARATION OF RICHARD ALLEN
IN SUPPORT OF BANKRUPTCY PETITION**

**Pursuant to 28 U.S.C. § 1746, I, Richard Allen, make the following
declaration:**

1. In my capacity as CEO of DLH Development Manager, LLC, which is the manager of DLH Master Land Holding, LLC, I have personal knowledge of, and am familiar with, the business affairs, day-to-day operations, books and records, and financial condition of DLH Master Land Holding, LLC, and I am authorized to submit this Declaration on behalf of DLH Master Land Holding, LLC and its members.

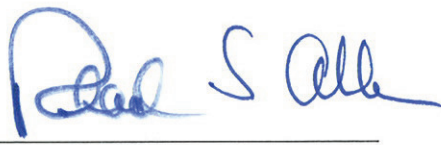
2. All members of DLH Master Land Holding, LLC have authorized the filing of voluntary Chapter 11 bankruptcy petitions in Federal Bankruptcy Court as being in the best interest of DLH Master Land Holding, LLC and its members.

3. All members of DLH Master Land Holding, LLC and Allen Capital Partners, LLC (collectively, the "Debtors") also explicitly authorized (a) the Debtors entering into the Debtor-in-Possession financing, (b) the retention of MacDonald + MacDonald, P.C. to act as counsel to the Debtors and thereafter Debtors in Possession in connection with the filing and administration of the bankruptcy proceedings, subject to any requisite bankruptcy court approval, (c) the retention of Allen Matkins Leck Gamble Malory & Natsis LLP to act as special counsel to the Debtors and thereafter Debtors in Possession with respect to issues of California and general corporate law and California and federal tax law, subject to any requisite bankruptcy court approval, and (d) the retention of Lain, Faulkner & Co. to prepare schedules, statements and perform other financial analysis upon request, subject to any requisite bankruptcy court approval.

4. Finally, the managers and officers of DLH Master Land Holding, LLC were also explicitly authorized by all members to take all such necessary appropriate actions to implement the various resolutions of the members.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 25, 2010.

Signature: 
Richard S. Allen